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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

J. BRYAN NOV 26 2002

**TRANSMITTAL LETTER  
FOR FLORIDA LIMITED LIABILITY COMPANY**

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**SUBJECT: Canella Mortgage, LLC**

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Enclosed is an original and one (1) copy.

Filing fee for articles of organization of Florida Limited Liability Company:

\$100.00 Filing fee for Articles of Organization  
\$ 35.00 Designation of Registered Agent

From: Richard P. Franklin  
5630 Park Blvd. Suite C  
St. Petersburg, FL 33781

**ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY  
COMPANY**

**ARTICLE I**

The name of the Limited Liability Company is:

Canella Mortgage, LLC

**ARTICLE II**

The mailing address and street address of the principal office of the Limited Liability Company is:

5630 Park Blvd., Suite C, St.Petersburg, FL 33781

**ARTICLE III**

The period of duration for the Limited Liability Company shall be:

Twenty (20) Years

**ARTICLE IV**

The Limited Liability Company is to be managed by the members and the names and addresses of the managing members are:

Samole, LLC  
5630 Park Blvd., Suite C  
St. Petersburg, FL 33781

# L0200002916

Eligere International Services, Inc.  
8883 Merrimor Blvd. East  
Largo, FL 33777

# P02000004595

**ARTICLE V – Admission of Additional Members:**

The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be:

With the unanimous consent of all the Members, which consent may be unanimously withheld, delayed or conditioned, any Person acceptable to the Members, subject to the terms of the Operating Agreement, may become an additional Member by the sale of new Interests for such consideration as the Members by their unanimous votes shall determine. A Substitute Person may become a Member by purchasing the Interest of a current Member who has first offered the right to purchase to the Company and the other Members in

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accordance with the terms of the Operating Agreement. All Additional Members and Substitute Members are bound by the terms of the Operating Agreement and must join in the execution of that Agreement. No additional Member or Substitute Member shall be entitled to any retroactive allocation of losses, income or expenses deductions incurred by the Company. See Article XIV of the Company's Operating Agreement.

**ARTICLE VI – Members Rights to Continue Business:**

The right, if given, of the remaining members of the limited liability company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company shall be:

In such event, called a "Withdrawal Event", the business of the Company may be continued upon the unanimous consent of all remaining Members provided that there are at least two(s) remaining members.

**ARTICLE VII – Registered Agent**

The name and address of the initial Registered Agent for the Limited Liability Company is:

Richard P. Franklin  
5630 Park Blvd., Suite C  
St. Petersburg, FL 33781

**ARTICLE VIII – Organizer**

The name and street address of the Organizer to these Articles of Organization, who is a Member of the Limited Liability Company is:

Richard P. Franklin  
5630 Park Blvd., Suite C  
St. Petersburg, FL 33781

**IN WITNESS WHEREOF**, the undersigned Member of the above-described Limited Liability Company has hereunto set his hand and seal on this 19 day of November, 2002

  
Signature

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**ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN  
ARTICLES OF ORGANIZATION**

Richard P. Franklin, having a business office identical to the Registered Office of the Limited Liability Company named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligation of the position of Registered Agent per Section 628.415, Florida Statutes.

  
Signature

**FILING FEE: \$100.00 for Articles of Organization**

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**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/RESTRICTED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: Canella Mortgage, LLC

2. The name and address of the registered agent/registered office is:

Richard P. Franklin  
5630 Park Blvd., Suite C  
St. Petersburg, FL 33781

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TALLAHASSEE, FLORIDA

*Having been named as registered agent and having accepted service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

  
(Signature)

✓ 11/19/02  
(Date)

**Filing Fee: \$35 for Designation of Registered Agent**